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July 12, 2002

EXPEDITED COURIER SERVICE

Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

ATTN: RECORDATIONS

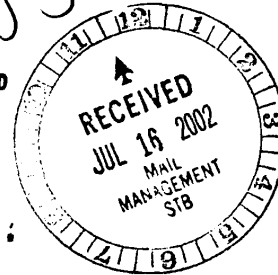
Re: Documentation for Recordation

Dear Ms. Fort:

RECORDATION NO. 5614-JJ FILED

JUL 19 '02 3-12 PM

SURFACE TRANSPORTATION BOARD



I am enclosing a counterpart original and a copy of the four documents described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

- I. The first document to be recorded, a secondary document, is a Supplemental Indenture of the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage dated February 1, 1921, to Citibank, N.A. and Victor Zarrilli, Trustees (the "Indenture"). The document is effective as of May 6, 1999, and provides for the removal of certain properties from the lien of the First and Refunding Mortgage. The primary document to which this is connected was recorded under ICC recordation number 5606 on February 25, 1970.

The names and addresses of the parties to the document are as follows:

Mortgage Trustees:

Citibank, N.A.
Corporate Trust Office
111 Wall Street, 5th Floor
New York, New York 10043

Victor Zarrilli, Individual Trustee
c/o UMB Bank of St. Louis, N.A.
6 South Broadway
St. Louis, MO 63102

July 12, 2002

Mortgagor: The Burlington Northern and Santa Fe Railway
Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A short summary of the document to appear in the index is as follows: Supplemental Indenture, effective as of May 6, 1999, to the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage, dated February 1, 1921, to Citibank, N.A. and Victor Zarrilli, Trustees, as heretofore supplemented (the "Indenture," ICC recordation number 5606, February, 25, 1970), which provides for the removal of certain properties from the lien of the First and Refunding Mortgage.

2. The second document to be recorded, a secondary document, is a Supplemental Indenture of the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970, to First Trust of New York, National Association and W.A. Johnson, Trustees (the "Indenture"). The document is effective as of May 6, 1999, and evidences the change of name of First Trust of New York, National Association to U.S. Bank Trust National Association and provides for the removal of certain properties and certain other amendments. The primary document to which this is connected was recorded under ICC recordation number 5614 on March 3, 1970.

The names and addresses of the parties to the document are as follows:

Mortgage Trustees: U.S. Bank Trust National Association
100 Wall Street, Suite 1600
New York, NY 10005

W.A. Johnson, Individual Trustee
c/o Mercantile Bank of St. Louis, N.A.
Mercantile Tower
Seventh & Washington
St. Louis, MO 63101

Mortgager: The Burlington Northern and Santa Fe Railway
Company
2650 Lou Menk Drive
Ft. Worth, TX 76131

A short summary of the document to appear in the index is as follows: Supplemental Indenture, effective as of May 6, 1999, to the Burlington Northern Inc. Consolidated Mortgage, dated March 2, 1970, to U.S. Bank Trust National Association (formerly First Trust of New York, National Association) and W.A. Johnson (successor to

Bartlett Ford and Jacob M. Ford, II), Trustees, as heretofore supplemented (the "Indenture," ICC recordation number 5614, March 3, 1970), which evidences the change of name of First Trust of New York, National Association to U.S. Bank Trust National Association and provides for the removal of certain properties and certain other amendments.

3. The third document to be recorded, a secondary document, is a trustee appointment made under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970. This document is effective as of September 15, 1999, and appoints Laura Roberson as individual trustee in succession to W.A. Johnson, resigned. The primary document to which this is connected was recorded under ICC recordation number 5614 on March 3, 1970.

The names and addresses of the parties to the document are as follows:

Mortgage Trustee: U.S. Bank Trust National Association
100 Wall Street, Suite 1600
New York, NY 10005

Mortgager: The Burlington Northern and Santa Fe Railway
Company
2650 Lou Menk Drive
Ft. Worth, TX 76131

A short summary of the document to appear in the index is as follows: Appointment of Laura Roberson as Individual Trustee under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970 in succession to W.A. Johnson, Resigned.

4. The fourth document to be recorded, a secondary document, is an acceptance of appointment under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970. This document is effective as of September 15, 1999, and acknowledges Laura Roberson's acceptance of appointment as individual trustee following the resignation of W.A. Johnson. The primary document to which this is connected was recorded under ICC recordation number 5614 on March 3, 1970.

The names and address of the parties to the document are as follows:

Mortgage Trustees: U.S. Bank Trust National Association
100 Wall Street, Suite 1600
New York, NY 10005

Surface Transportation Board

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July 12, 2002

Laura Roberson, Individual Trustee
211 N. Broadway
One Metropolitan Square, Suite 3900
St. Louis, MO 63102

Mortgager:

The Burlington Northern and Santa Fe Railway
Company
2650 Lou Menk Drive
Ft. Worth, TX 76131

A short summary of the document to appear in the index is as follows: Acceptance of appointment as successor individual trustee under the Burlington Northern Inc. Consolidated Mortgage dated March 2, 1970.

Enclosed is a check in the amount of \$120 to cover the cost of the filings listed above. Please return the file-stamped copy of each document to the undersigned in the envelope provided. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at (417) 358-8045.

Very truly yours,

A handwritten signature in black ink, appearing to read "Tracy Combs Flanigan", with a long horizontal flourish extending to the right.

Tracy Combs Flanigan

TCF/lab

Enclosures

RECORDATION NO.

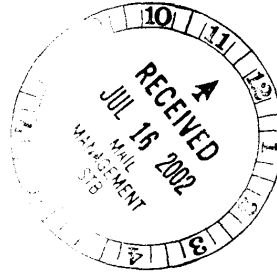
5614-JJ

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SURFACE TRANSPORTATION BOARD



Counterpart 46
of 50 counterparts

Acceptance of Appointment as Successor
Individual Trustee under the Burlington Northern Inc.
Consolidated Mortgage dated March 2, 1970

WHEREAS, Jacob M. Ford, II, Individual Trustee under the Consolidated Mortgage of Burlington Northern Inc. (now The Burlington Northern and Santa Fe Railway Company) to Morgan Guaranty Trust Company of New York (now, by a sale to another entity and a subsequent merger, U.S. Bank Trust National Association) and Jacob M. Ford II, as Trustees, dated March 2, 1970, resigned and Bartlett Ford was thereafter duly appointed and qualified as Individual Trustee in succession to the said Jacob M. Ford II; and

WHEREAS, Bartlett Ford did thereafter resign and W. A. Johnson was thereafter duly appointed and qualified as Individual Trustee in succession to the said Bartlett Ford; and

WHEREAS, W. A. Johnson did thereafter resign; and

WHEREAS, The Burlington Northern and Santa Fe Railway Company, and U.S. Bank Trust National Association, as Corporate Trustee, pursuant to the provisions of Section 10.04 of said Mortgage, have appointed Laura Roberson, a resident of the City of St. Louis, in the State of Missouri, to act as Individual Trustee under said Mortgage, in succession to the said W. A. Johnson, resigned; and

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH: That the said Laura Roberson does hereby accept such appointment and does hereby execute, acknowledge and deliver to U.S. Bank Trust National Association, as Corporate Trustee, and The Burlington Northern and Santa Fe Railway Company, her acceptance of such appointment as Individual Trustee in succession to the said W. A. Johnson, resigned, as aforesaid, and does hereby further agree to be bound by all the conditions and trusts declared in said Consolidated Mortgage as fully as if originally named Individual Trustee therein, effective as of September 15, 1999.

IN WITNESS WHEREOF, the said Laura Roberson has hereunto set

her hand and seal as of the 15th day of September, 1999.

Laura Roberson
Individual Trustee

Sealed and delivered in the presence of:

[Signature]
D Buckley

STATE OF MISSOURI)
)ss.
CITY OF ST. LOUIS)

On this 15th day of September, 1999, before me personally came Laura Roberson to me known to be the person in and who executed the foregoing instrument, and acknowledged that she executed the same for the uses, purposes, and consideration therein expressed.

Given under my hand and seal of office, the day and year first above written.

Sandra L. Battas
Notary Public, State of Missouri
SANDRA L. BATTAS
Notary Public Notary Seal
STATE OF MISSOURI
St. Louis City
My Commission Expires April 2, 2001

My commission expires: _____